

-----X		
In re	:	Chapter 11
	:	
SEARS, ROEBUCK AND CO.,	:	Case No. 18-23537 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1750680	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION,	:	Case No. 18-23538 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-1920798	:	
-----X		
In re	:	Chapter 11
	:	
KMART HOLDING CORPORATION,	:	Case No. 18-23539 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 32-0073116	:	
-----X		
In re	:	Chapter 11
	:	
KMART OPERATIONS LLC,	:	Case No. 18-23540 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 32-0456546	:	
-----X		
In re	:	Chapter 11
	:	
SEARS OPERATIONS LLC,	:	Case No. 18-23541 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2524331	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SERVICELIVE, INC.,	:	Case No. 18-23542 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4616774	:	
-----X		
In re	:	Chapter 11
	:	
A&E FACTORY SERVICE, LLC,	:	Case No. 18-23543 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4486695	:	
-----X		
In re	:	Chapter 11
	:	
A&E HOME DELIVERY, LLC,	:	Case No. 18-23544 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500205	:	
-----X		
In re	:	Chapter 11
	:	
A&E LAWN & GARDEN, LLC,	:	Case No. 18-23545 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 13-4275028	:	
-----X		
In re	:	Chapter 11
	:	
A&E SIGNATURE SERVICE, LLC,	:	Case No. 18-23546 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500204	:	
-----X		

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In re	:	Chapter 11
	:	
FBA HOLDINGS INC.,	:	Case No. 18-23547 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4186537	:	
-----X		
In re	:	Chapter 11
	:	
INNOVEL SOLUTIONS, INC.,	:	Case No. 18-23548 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1857180	:	
-----X		
In re	:	Chapter 11
	:	
KMART CORPORATION,	:	Case No. 18-23549 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-0729500	:	
-----X		
In re	:	Chapter 11
	:	
MAXSERV, INC.,	:	Case No. 18-23550 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 74-2707626	:	
-----X		
In re	:	Chapter 11
	:	
PRIVATE BRANDS, LTD.,	:	Case No. 18-23551 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 55-0544022	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS DEVELOPMENT CO.,	:	Case No. 18-23552 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2476028	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS	:	Case No. 18-23553 (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-3592148	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME & BUSINESS	:	Case No. 18-23554 (RDD)
FRANCHISES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 98-0126742	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME IMPROVEMENT	:	Case No. 18-23555 (RDD)
PRODUCTS, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 25-1698591	:	
-----X		
In re	:	Chapter 11
	:	
SEARS INSURANCE	:	Case No. 18-23556 (RDD)
SERVICES, L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4287182	:	
-----X		

-----X	
In re	: Chapter 11
	:
SEARS PROCUREMENT	: Case No. 18-23557 (RDD)
SERVICES, INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 30-0092859	:
-----X	
In re	: Chapter 11
	:
SEARS PROTECTION COMPANY,	: Case No. 18-23558 (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-4471250	:
-----X	
In re	: Chapter 11
	:
SEARS PROTECTION	: Case No. 18-23559 (RDD)
COMPANY (PR) INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 66-0704861	:
-----X	
In re	: Chapter 11
	:
SEARS ROEBUCK ACCEPTANCE CORP.,	: Case No. 18-23560 (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 51-0080535	:
-----X	
In re	: Chapter 11
	:
SEARS, ROEBUCK DE	: Case No. 18-23561 (RDD)
PUERTO RICO, INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 66-0233626	:
-----X	

-----X		
In re	:	Chapter 11
	:	
SYW RELAY LLC,	:	Case No. 18-23562 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2561870	:	
-----X		
In re	:	Chapter 11
	:	
WALLY LABS LLC,	:	Case No. 18-23563 (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BIG BEAVER OF FLORIDA	:	Case No. 18-23564 (RDD)
DEVELOPMENT, LLC,	:	
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
CALIFORNIA BUILDER APPLIANCES, INC.,	:	Case No. 18-23565 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 68-0406327	:	
-----X		
In re	:	Chapter 11
	:	
FLORIDA BUILDER APPLIANCES, INC.,	:	Case No. 18-23566 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3619133	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
KBL HOLDING INC.,	:	Case No. 18-23567 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0031295	:	
-----X		
In re	:	Chapter 11
	:	
KLC, INC.,	:	Case No. 18-23568 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2490839	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF MICHIGAN, INC.,	:	Case No. 18-23576 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3551696	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF WASHINGTON LLC,	:	Case No. 18-23570 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448898	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF ILLINOIS LLC,	:	Case No. 18-23571 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448897	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
KMART STORES OF TEXAS LLC,	:	Case No. 18-23572 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448915	:	
-----X		
In re	:	Chapter 11
	:	
MYGOFER LLC,	:	Case No. 18-23573 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-4005531	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS BUSINESS	:	Case No. 18-23574 (RDD)
UNIT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564658	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS PUBLISHING	:	Case No. 18-23575 (RDD)
COMPANY, LLC,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0075554	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION COMPANY	:	Case No. 18-23569 (RDD)
(FLORIDA), L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-0224239	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SHC DESERT SPRINGS, LLC,	:	Case No. 18-23577 (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
SOE, INC.,	:	Case No. 18-23578 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-0399616	:	
-----X		
In re	:	Chapter 11
	:	
STARWEST, LLC,	:	Case No. 18-23579 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1495379	:	
-----X		
In re	:	Chapter 11
	:	
STI MERCHANDISING, INC.,	:	Case No. 18-23580 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2760188	:	
-----X		
In re	:	Chapter 11
	:	
TROY COOLIDGE NO. 13, LLC,	:	Case No. 18-23581 (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
BLUELIGHT.COM, INC.,	:	Case No. 18-23582 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0527034	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS, L.L.C.,	:	Case No. 18-23583 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564664	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BUYING SERVICES, INC.,	:	Case No. 18-23584 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3256533	:	
-----X		
In re	:	Chapter 11
	:	
KMART.COM LLC,	:	Case No. 18-23585 (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0529022	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS	:	Case No. 18-23586 (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2555365	:	
-----X		

**ORDER DIRECTING JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)¹ of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been given as provided in the Motion; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided, and the Court having held a hearing to consider the relief requested in the Motion on October 15, 2018 (the “**Hearing**”); and upon the Riecker Declaration, filed contemporaneously with the Motion, the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish good and sufficient cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:
	:
	Case No. 18-23538 (RDD)
	:
Debtors.	:
	(Jointly Administered)
-----X	

5. A docket entry shall be made in the chapter 11 cases of each of the Debtors substantially as follows:

An Order has been entered in accordance with Rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears

Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

6. The Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Executive Office of the U.S. Trustee (revised December 14, 2017), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: October 16, 2018
White Plains, New York

/s/ Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE